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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

*4/3/09*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Norris D. Langston Youth Scholarship Foundation, Inc.

**DOCUMENT NUMBER:** N06000010292

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Adron Wynn, Chairman

(Name of Contact Person)

Norris D. Langston Youth Foundation, Inc.

(Firm/ Company)

PO BOX 391

(Address)

Port St. Joe, FL 32456

(City/ State and Zip Code)

For further information concerning this matter, please call:

Natasha Phelps, Director

(Name of Contact Person)

at ( 850 ) 227-2016

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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☒ \$52.50 Filing Fee  
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Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Norris D. Langston Youth Scholarship Foundation Inc**  
**(A Florida Not for Profit Corporation)**  
Document #: N06000010292

**FILED**  
2009 APR -3 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
FLORIDA NON-PROFIT CORPORATION**

Pursuant to the provisions of section 617.1002 and 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

**MANNER OF ADOPTION:**

These amendments have been approved by the NDLYSF Board of Directors. on March 28, 2009.  
There are no members.

**THE AMENDMENTS**

The Articles of Incorporation of the Norris D. Langston Youth Scholarship Foundation. Inc are hereby amended as follows:

- 1. Article I of the Articles of Incorporation is hereby replaced. The new Article I reads as follows:**

**Article I  
CORPORATE NAME**

The name of this corporation is the Norris D. Langston Youth Scholarship Foundation Inc

- 2. Article II of the Articles of Incorporation is hereby replaced. The new Article II reads as follows:**

**Article II  
Corporate Nature**

This is a non-profit corporation, organized solely for the educational purposes pursuant to the Florida Corporations Not-For-Profit Law set forth in section 617 of the Florida Statutes.

3. Article III of the Articles of Incorporation is hereby replaced. The new Article III reads as follows:

**Article III  
DURATION**

The term of existence of the corporation is perpetual.

4. Article IV of the Articles of Incorporation is hereby replaced. The new Article IV reads as follows:

**Article IV  
PURPOSES**

As authorized by Chapter 237, Florida Statutes, and pursuant to Chapter 617, Florida Statutes, this nonstock basis corporation is organized as a non-for-profit corporation exclusively for educational and charitable purposes as described in Section 501(c)(3) of the Internal Revenue Code to receive, hold, invest, and administer real and personal, tangible and intangible property and to make expenditures to or for the benefit of Florida's youth. The purpose for which the corporation is organized is for charitable, scientific, and educational services, for supporting, providing, and developing educational activities and learning programs for the under-prepared youth.

2. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

5. Article V of the Articles of Incorporation is hereby replaced. The new Article V reads as follows:

**Article V  
MEMBERSHIP**

The authorized number and qualifications of members of this corporation, the different classes of members, if any, the property, voting and other rights and privileges of members shall be set forth in the bylaws.

6. Article VI of the Articles of Incorporation is hereby replaced. The new Article VI reads as follows:

**Article VI  
INITIAL OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation is 107 Liberty Street, Port St. Joe, FL 32456, and the registered agent is Adron Wynn, Chairman, Norris D. Langston Youth Scholarship Foundation Inc.

7. Article VIII of the Articles of Incorporation is hereby added. The new Article VIII reads as follows:

**Article VIII  
DIRECTORS**

A. The Board of Directors shall consist of the number of directors set forth in the bylaws but shall not be less than five directors.

B. The names and addresses of the persons who are to serve as the directors until further notice are:

**Adron Wynn, Chairman**  
137 Avenue L  
Apalachicola, FL 32320

**Eric Langston, Secretary**  
705 Avenue A  
Port St. Joe, FL 32456

**Andre Brown**  
2636 Mission Road  
Tallahassee, FL 32304

**Eugene Raffield**  
2103 Cypress Avenue  
Port St. Joe, FL 32456

**Ralph Rish**  
103 Colonial Lane  
Port St. Joe, Florida 32456

8. Article IX of the Articles of Incorporation is hereby added. The new Article IX reads as follows:

**Article IX  
DISSOLUTION**

In the event of dissolution, the assets of the corporation remaining after payment of, or provision for payment of, all debts and liabilities of the corporation, shall be distributed to the Norris D. Langston Youth Foundation, Inc., a body corporation or its successor provided said body corporate or successors is at the time an exempt organization as described in Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code. If the Norris D. Langston Youth Foundation, Inc., or its successor does not then qualify as an exempt organization under the federal tax code, the remaining assets of the corporation shall be distributed for one or more of the exempt purposes of the corporation to one or more organizations which are exempt organizations described in Section 501(c)(3) of the Internal Revenue Code or any corresponding sections of any future federal tax code.

9. Article X of the Articles of Incorporation is hereby added. The new Article X reads as follows:

**Article X**  
**CHARITABLE RESTRICTIONS AND LIMITATIONS**

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign for or against any candidate for public office.

**10. Article XI of the Articles of Incorporation is hereby added. The new Article XI reads as follows:**

**Article XI**  
**BYLAWS**

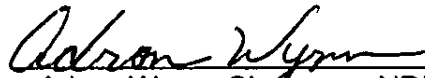
The power to adopt, alter, amend, or repeal bylaws shall be invested in the Board of Directors in the manner provided by the bylaws.

**11. Article XII of the Articles of Incorporation is hereby added. The new Article XII reads as follows:**

**Article XII**  
**AMENDMENTS**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2<sup>nd</sup> day of April, 2009.

  
Adron Wynn, Chairman, NDLYSF

**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Norris D. Langston Youth Scholarship Foundation Inc a Florida not for profit corporation, and understand the responsibilities that come with that position.

  
Adron Wynn

Date: 04-02-08